

August 14, 2020

To:  
The Shareholders of S H L Telemedicine Ltd.

Ladies and Gentlemen,

**Re: Notice of a Special General Meeting of the Shareholders of S H L Telemedicine Ltd.**

NOTICE IS HEREBY GIVEN THAT the agenda of the Special General Meeting of the Shareholders (the “**Special General Meeting**”) of S H L Telemedicine Ltd. (the “**Company**”) that will be held on **September 21, 2020, at 13:00** (Israel Time) at the Company’s registered office, located at 90 Yigal Alon Street, Ashdar Building, Tel-Aviv, Israel (the “**Company's Registered Office**”), shall be as follows:

- 1. Following the approval of the Compensation Committee and of the Board of Directors of the Company (the "Board") – the approval of the compensation to directors for participation in meetings via electronic means.**

Further information with respect to item 1:

It is proposed that at the Special General Meeting, the following resolution be adopted:

**“WHEREAS,** *the Company deems it advisable to equal the rate of the payments for participation in meetings via electronics means to the rate for physical participation; and*

**WHEREAS,** *the Compensation Committee and the Board have approved the abovementioned adjustment; and*

**WHEREAS,** *pursuant to Sections 270(4), and 275 of the Israeli Companies Law, 5759-1999 (the “**Companies Law**”), the approval of said adjustment, being a transaction between the Company and its directors, some of whom may be deemed controlling shareholders, requires the affirmative vote of a majority of shares present at the General Meeting, in person or by proxy or ballot, and voting thereon, provided however, that either (i) the majority vote at the general meeting includes a majority of the shareholders voting power represented at the General Meeting and who are not the controlling shareholders of the Company or shareholders having a personal interest in the said adjustment and voting thereon (without abstaining votes); or (ii) the total number of objecting votes of those shareholders who are listed under (i) and who participate in the vote does not exceed two percent (2%) of all of the voting rights in the Company; and that prior to voting, shareholders (or their representatives) are required to disclose whether they are controlling shareholders or whether they have a personal interest in the adoption*

of the resolution.

**Appendix A** includes the declarations provided by each shareholder indicating whether he/she/it is or is deemed to be considered a controlling shareholder for the purpose of this item on the agenda, or his/hers/its personal interest in the adoption of the said resolution; all pursuant to Sections 270(4), 275 and 276 of the Companies Law.

**NOW THEREFORE**, upon motion duly made,

With [\_\_\_\_\_] Ordinary Shares out of [\_\_\_\_\_] Ordinary Shares represented and voting at the meeting (without abstaining votes) voting for (with [\_\_\_\_\_] votes against); and with [\_\_\_\_\_] Ordinary Shares out of [\_\_\_\_\_] Ordinary Shares represented and voting at the meeting (without abstaining votes) and who are not the controlling shareholders of the Company or shareholders having a personal interest in the approval of the said resolution voting for (with [\_\_\_\_\_] votes against of such shareholders); it is hereby

**RESOLVED:**

*Following the approval of the Compensation Committee and the approval of the Board, to approve that notwithstanding the Companies Regulations (Rules Regarding the Compensation and Expenses of an External Director) – 2000 , and subject to any applicable law, the Company shall be entitled to deem the participation in meetings of the Board or its committees via electronic means as physical meetings for purposes of the directors’ compensation, and to pay the same directors’ compensation for such meetings as paid for physical meetings. This resolution is effective for 3 years, as of April 1st, 2020 and until March 31st, 2023.”*

**2. Following the approval of the Compensation Committee and of the Board – the approval of 2020 Compensation Policy of the Company.**

Further information with respect to item 2:

Provided that the Company’s 2017 Compensation Policy has expired on May 10, 2020, it is proposed to adopt a new Compensation Policy (“**2020 Compensation Policy**”), in the form attached hereto as **Exhibit A** (marked vis-à-vis the 2017 Compensation Policy).

It is proposed that at the Special General Meeting, the following resolution be adopted:

**“WHEREAS**, *the Company’s Compensation Policy has expired on May 10, 2020; and*

**WHEREAS**, *the Compensation Committee and the Board have approved the 2020 Compensation Policy, a copy of which is attached hereto as **Exhibit A**; and*

**WHEREAS,** pursuant to Sections 267A(b) of the Companies Law, the approval of the 2020 Compensation Policy requires the affirmative vote of a majority of shares present at the General Meeting, in person or by proxy or ballot, and voting thereon, provided however, that either (i) the majority vote at the general meeting includes a majority of the shareholders voting power represented at the General Meeting and who are not the controlling shareholders of the Company or shareholders having a personal interest in the 2020 Compensation Policy and voting thereon (without abstaining votes); or (ii) the total number of objecting votes of those shareholders who are listed under (i) and who participate in the vote does not exceed two percent (2%) of all of the voting rights in the Company; and that prior to voting, shareholders (or their representatives) are required to disclose whether they are controlling shareholders or whether they have a personal interest in the adoption of the resolution.

**Appendix A** includes the declarations provided by each shareholder indicating whether he/she/it is or is deemed to be considered a controlling shareholder for the purpose of this item on the agenda, or his/hers/its personal interest in the adoption of the said resolution; all pursuant to Sections 267A and 276 of the Companies Law.

**NOW THEREFORE,** upon motion duly made,

With [\_\_\_\_\_] Ordinary Shares out of [\_\_\_\_\_] Ordinary Shares represented and voting at the meeting (without abstaining votes) voting for (with [\_\_\_\_\_] votes against); and with [\_\_\_\_\_] Ordinary Shares out of [\_\_\_\_\_] Ordinary Shares represented and voting at the meeting (without abstaining votes) and who are not the controlling shareholders of the Company or shareholders having a personal interest in the approval of the said resolution voting for (with [\_\_\_\_\_] votes against of such shareholders); it is hereby

**RESOLVED:**

Following the approval of the Compensation Committee and the approval of the Board, to approve and adopt the 2020 Compensation Policy, a copy of which is attached hereto as **Exhibit A.**”

- 3. Following the approval of the Compensation Committee and of the Board – approval of bonuses to the Company’s former CEO, and of the Company's CFO and CTO for the year 2019.**

Further information with respect to item 3:

Provided that KPIs for the year 2019 were not determined in advance in accordance with the Compensation Policy, the grant of bonuses to officers of the Company is subject to the approval by a special majority of the Shareholders in the General Meetings.

It is proposed that at the Special General Meeting, the following resolution be adopted:

**“WHEREAS,** *the Compensation Committee and the Board have approved the payment of bonuses for the year 2019 in the amounts of 4.2 monthly salaries to the Company’s former CEO, 3.45 monthly salaries to the Company’s CFO and 2.97 monthly salaries to the Company’s CTO (the “Bonuses”); and*

**WHEREAS,** *pursuant to Sections 272(c)(2) and 272(c1)(1) of the Companies Law, the approval of the Bonuses requires the affirmative vote of a majority of shares present at the General Meeting, in person or by proxy or ballot, and voting thereon, provided however, that either (i) the majority vote at the general meeting includes a majority of the shareholders voting power represented at the General Meeting and who are not the controlling shareholders of the Company or shareholders having a personal interest in the said Bonuses and voting thereon (without abstaining votes); or (ii) the total number of objecting votes of those shareholders who are listed under (i) and who participate in the vote does not exceed two percent (2%) of all of the voting rights in the Company; and that prior to voting, shareholders (or their representatives) are required to disclose whether they are controlling shareholders or whether they have a personal interest in the adoption of the resolution.*

**Appendix A** *includes the declarations provided by each shareholder indicating whether he/she/it is or is deemed to be considered a controlling shareholder for the purpose of this item on the agenda, or his/hers/its personal interest in the adoption of the said resolution; all pursuant to Sections 272(c)(2) and 272(c1)(1) of the Companies Law.*

**NOW THEREFORE,** *upon motion duly made,*

*With [\_\_\_\_\_] Ordinary Shares out of [\_\_\_\_\_] Ordinary Shares represented and voting at the meeting (without abstaining votes) voting for (with [\_\_\_\_\_] votes against); and with [\_\_\_\_\_] Ordinary Shares out of [\_\_\_\_\_] Ordinary Shares represented and voting at the meeting (without abstaining votes) and who are not the controlling shareholders of the Company or shareholders having a personal interest in the approval of the said resolution voting for (with [\_\_\_\_\_] votes against of such shareholders); it is hereby*

**RESOLVED:**

*Following the approval of the Compensation Committee and the approval of the Board, to approve the Bonuses.”*

**4. Following the approval of the Audit Committee and of the Board – approval of an engagement in a consulting agreement with Mrs. Irit Alroy, the wife of Mr. Yariv Alroy the Chairman of the Board.**

Further information with respect to item 4:

It is proposed that at the Special General Meeting, the following resolution be adopted:

**“WHEREAS,** *the Company deems it advisable to receive consulting services from Mrs. Irit Alroy (the “Engagement”); and*

**WHEREAS,** *the Audit Committee and the Board have approved the Engagement; and*

**WHEREAS,** *pursuant to Sections 270(4) and 275 of the Companies Law, the approval of the Engagement, being a transaction between the Company and a relative of certain controlling shareholders, requires the affirmative vote of a majority of shares present at the General Meeting, in person or by proxy or ballot, and voting thereon, provided however, that either (i) the majority vote at the general meeting includes a majority of the shareholders voting power represented at the General Meeting and who are not the controlling shareholders of the Company or shareholders having a personal interest in the said Engagement and voting thereon (without abstaining votes); or (ii) the total number of objecting votes of those shareholders who are listed under (i) and who participate in the vote does not exceed two percent (2%) of all of the voting rights in the Company; and that prior to voting, shareholders (or their representatives) are required to disclose whether they are controlling shareholders or whether they have a personal interest in the adoption of the resolution.*

**Appendix A** *includes the declarations provided by each shareholder indicating whether he/she/it is or is deemed to be considered a controlling shareholder for the purpose of this item on the agenda, or his/hers/its personal interest in the adoption of the said resolution; all pursuant to Sections 270(4), 275 and 276 of the Companies Law.*

**NOW THEREFORE,** *upon motion duly made,*

*With [\_\_\_\_\_] Ordinary Shares out of [\_\_\_\_\_] Ordinary Shares represented and voting at the meeting (without abstaining votes) voting for (with [\_\_\_\_\_] votes against); and with [\_\_\_\_\_] Ordinary Shares out of [\_\_\_\_\_] Ordinary Shares represented and voting at the meeting (without abstaining votes) and who are not the controlling shareholders of the Company or shareholders having a personal interest in the approval of the said resolution voting for (with [\_\_\_\_\_] votes against of such shareholders); it is hereby*

**RESOLVED:**

*Following the approval of the Audit Committee and the approval of the Board, to approve and confirm that Mrs. Irit Alroy will provide the Company with consulting services including as a member of a new technology advisory board to be established by the Company. Mrs. Alroy (or an affiliate entity which will provide Mrs. Alroy's services to the Company) will receive payment against the services at an hourly rate of NIS 320 per hour plus VAT. Each party may terminate the engagement with a 30-days advanced written notice.”*

The record date for the right to participate and vote in the Special General Meeting was set as **August 21, 2020** (the “**Record Date**”). All shareholders at the Record Date who are entitled to vote may participate and vote in the Special General Meeting by attending the meeting in person or by proxy (the “**Proxy**”). Pursuant to the regulations promulgated under the Companies Law, shareholders may also vote by submitting a written ballot with respect thereto (the “**Ballot**”).

The Ballot, the form of Proxy and the Notice to Shareholders are also available on the Company’s website at <http://www.shl-telemedicine.com/about-us/investorrelations/general-meeting>. Kindly note that no hard copies shall be mailed to shareholders, however should a shareholder so request, Company shall mail same to him/her/it.

Each Proxy must be delivered to the Company's Registered Office (for the attention of Mr. Yossi Vadnagra - CFO), not later than 48 hours prior to the Special General Meeting. A specimen of the Proxy is available on the Company’s website at <http://www.shl-telemedicine.com/about-us/investorrelations/general-meeting>. The Proxy, if executed and sent, should be in the name of a person who is attending the Special General Meeting.

The Ballot must be delivered to the Registered Office of the Company (for the attention of Mr. Yossi Vadnagra - CFO) not later than 4 hours prior to the Special General Meeting.

A shareholder whose shares are not registered with Computershare Schweiz AG will not be entitled to vote. Thus, the shareholder must enclose a written confirmation from Computershare Schweiz AG as to its ownership of the shares on the Record Date. Confirmations regarding share registration can be obtained at Computershare Schweiz AG, P.O. Box, 4601 Olten, Switzerland, [share.register@computershare.ch](mailto:share.register@computershare.ch); +41 62 205 77 00.

A specimen of the Ballot is posted on the Company’s website. **Kindly note that the vote by Ballot is by filling in part II of the Ballot.**

A shareholder electing to distribute a shareholder statement (a “**Shareholder Statement**”), must deliver same to the Registered Office of the Company (for the attention of Mr. Yossi Vadnagra - CFO) not later than ten (10) days prior to the Special General Meeting. A shareholder submitting the Shareholder Statement, who acts in concert with others with respect to voting in shareholder

meetings, whether in general or with respect to certain matter(s) on the agenda, shall indicate so in the Shareholder Statement, and shall describe the aforementioned arrangements and the identity of the shareholders so acting in concert. Copies of any Shareholder Statement shall be available at the Company's Registered Office, on the Company's website at <http://www.shl-telemedicine.com/about-us/investorrelations/general-meeting>, commencing no later than one (1) business day following receipt thereof. Should the Company elect to state its position with respect to such Shareholder Statement, copies of such position (the "**Company Statement**") shall be available at the Company's Registered Office and on the Company's website, no later than five (5) days prior to the Special General Meeting.

Any Shareholder Statement must be written in a clear and simple language, and shall include no more than 500 words per subject matter. A Shareholder Statement shall detail the identity of such shareholder, as well as his percentage interest in the Company; a shareholder who is a corporate entity shall detail the identity of its controlling shareholder(s), as well as additional holdings (if any) of such controlling shareholder(s) in shares of the Company, to the best knowledge of the shareholder submitting the Shareholder Statement. A shareholder submitting the Shareholder Statement, who acts in concert with others with respect to voting in shareholder meetings, whether in general or with respect to certain matter(s) on the agendas, shall indicate so in the Shareholder Statement, and shall describe the aforementioned arrangements and the identity of the shareholders so acting in concert.

Any shareholder (as well as any shareholder acting in concert with such shareholder) having a personal interest in any matter on the agendas, shall describe the nature of such personal interest prior to the vote in the meeting.

Any shareholder may revoke his/hers/its Ballot by submitting a cancellation notice (the "**Cancellation Notice**"). The Cancellation Notice together with sufficient proof as to the identity of such canceling shareholder, to the absolute discretion of Mr. Yossi Vadnagra, must be delivered to the Registered Office of the Company (for the attention of Mr. Yossi Vadnagra - CFO) not later than 24 hours prior to the Special General Meeting. Any such shareholder submitting a Cancellation Notice may only vote by attending the Special General Meeting in person or by Proxy.

One or more shareholders holding shares representing at least one percent (1%) of the voting rights at the General Meeting may request the Board, in writing, not later than seven (7) days from the date of the invitation to the Special General Meeting, to include an item on the agenda of the Special General Meeting to be held. Such item shall be included on the Special General Meeting's agenda, provided that the Board found it to be suitable for discussion at the Special General Meeting. Should there be any changes in the agenda of the Special General Meeting due to such shareholder's request, amended Ballot and Notice shall be available on the Company's website at <http://www.shl-telemedicine.com/about-us/investorrelations/general-meeting> not later than

fourteen (14) days from the date of the invitation to the Special General Meeting.

One or more shareholders holding, at the Record Date, shares representing five percent (5%) or more of the total voting power in the Company, as well as any holder of such percentage out of the total voting power not held by controlling shareholder(s), as such term is defined under Section 268 of the Companies Law, may, following the Special General Meeting, in person or by proxy, inspect the Ballots and the record thereof at the Company's Registered Office (Tel: +972-3-5633888), Sunday to Thursday, between 9:00 to 17:00 (Israel time). The competent court may, at the request of any shareholder who does not hold, at the Record Date, the aforementioned percentage, instruct the Company to allow the inspection of said documents and records, in whole or in part, on terms and conditions determined by the court.

In accordance with Article 21 of the Company's Articles of Association, two or more shareholders present in person or by proxy and holding shares conferring in the aggregate thirty three and one third percent ( $33\frac{1}{3}\%$ ) or more of the voting power of the Company, shall constitute a quorum at the Special General Meeting. If within half an hour from the time appointed for the Special General Meeting, a quorum is not present, the Special General Meeting shall stand adjourned immediately thereafter (i.e. on the same day, at 13:30 (Israel time), at the same place) and in the adjourned meeting any two shareholders shall constitute a quorum.

S H L Telemedicine Ltd.